

# **EXHIBIT 1**

**Ed Mercadante, R.Ph.**

Ed Mercadante has over 25 years of experience in the prescription health care, chain pharmacy and retail nutrition industries. Mr. Mercadante is Managing Member, President and Founder of Dante Capital Management LLC which operates healthcare, nutraceutical, and various consulting businesses. Currently, Mr. Mercadante is also still serving as Chairman, President and CEO of Familymeds Group, Inc, ("FMG") a specialty pharmacy and medical specialty product provider. In his role with Familymeds, he led the Company's efforts to build an integrated specialty pharmacy platform across a pharmacy network that delivered low cost and effective healthcare solutions to doctors, patients, managed care providers, and employers.

Ed Mercadante served as FMG's Chairman of the Board, Chief Executive Officer and President since 1997. Mr. Mercadante has over twenty-five years of experience in the prescription health care and managed care industries including significant experience in retail chain pharmacy management. Mr. Mercadante was President of Arrow Corporation between the years of 1987 to 1996. He was President and Chief Executive Officer of APP, a pharmacy benefit management company, which he co-founded in 1991. Mr. Mercadante served in management positions from 1980 to 1986 with Rite Aid Corporation.

Mr. Mercadante received his B.S. degree in Pharmacy from the Philadelphia College of Pharmacy and is a registered pharmacist in numerous U.S. states. He also serves as a member on the Board of Directors for MTS Medication Technologies, in Florida; ProHealth Physicians, Inc. in Connecticut; and is a member of the Board of Trustees for the University of Sciences in Philadelphia. He previously served as a member on the Board of Directors for GNC Corporation and Med-i-Bank.

## **EXHIBIT 2**

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SPIRIT ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "D & K HEALTHCARE RESOURCES, INC." UNDER THE NAME OF "D & K HEALTHCARE RESOURCES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF AUGUST, A.D. 2005, AT 11:28 O'CLOCK A.M.

2146584 8100M

080514710

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6574692

DATE: 05-07-08

EXHIBIT 2

08/30/2005 11:25 SKARDEL INC. → 16965848913027393673

NO.582 002

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:28 AM 08/30/2005  
FILED 11:28 AM 08/30/2005  
SRV 050712944 - 2146584 FILE

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
SPIRIT ACQUISITION CORPORATION  
WITH AND INTO  
D & K HEALTHCARE RESOURCES, INC.

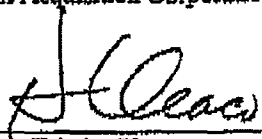
Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware

Spirit Acquisition Corporation, a Delaware corporation (the  
"Corporation"), hereby certifies as follows:

1. The Corporation owns greater than 90% of the outstanding shares of stock of D & K Healthcare Resources, Inc., a Delaware corporation ("D&K").
2. On July 8, 2005, the Board of Directors of the Corporation adopted the resolutions attached hereto as Exhibit A to merge Spirit Acquisition Corporation into D&K.
3. The name of the surviving corporation is D & K Healthcare Resources, Inc.
4. On July 8, 2005, McKesson Corporation, as the sole stockholder of the Corporation, approved the Agreement and Plan of Merger by and among McKesson Corporation, the Corporation and D&K, dated July 8, 2005 (the "Merger Agreement") and the execution and filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware. Pursuant to the terms of the Merger Agreement, each share of stock of D&K outstanding immediately prior to the filing of this Certificate of Ownership and Merger (other than (x) (i) shares held by D&K or any of its subsidiaries and (ii) shares held by McKesson Corporation or any of its subsidiaries, all of which shares shall be cancelled and (y) shares as to which appraisal rights under Section 262 of the General Corporation Law of the State of Delaware have been properly exercised) shall, at the time this Certificate of Ownership and Merger is filed, be cancelled and converted into the right to receive \$14.50 per share.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of  
Ownership and Merger to be executed in its corporate name this 30<sup>th</sup> day of August, 2005.

Spirit Acquisition Corporation

By   
Name: Kristina Veaco  
Title: Vice President and Secretary

## EXHIBIT A

**ACTION BY WRITTEN CONSENT**  
**OF**  
**THE BOARD OF DIRECTORS**  
**OF**  
**SPIRIT ACQUISITION CORPORATION**

July 8, 2005

The undersigned, being all of the members of the Board of Directors of Spirit Acquisition Corporation (the "Board"), a Delaware corporation (the "Corporation"), acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, hereby adopt, by this written consent, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board and direct that this written consent be filed with the minutes of the proceedings of the Board:

WHEREAS, it is proposed that the Corporation enter into a transaction with D&K Healthcare Resources, Inc., a Delaware corporation (the "D&K"), pursuant to that certain Agreement and Plan of Merger (the "Merger Agreement") and related agreements (the "Ancillary Agreements"), proposed to be entered into by and among the Corporation, D&K, and McKesson Corporation ("McKesson"), pursuant to which the Corporation will be merged with and into D&K (the "Merger"), with D&K being the surviving corporation and becoming a wholly owned subsidiary of McKesson; and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation and its stockholder that the Corporation take all such additional actions, including as set forth below, in connection with and in furtherance of the Merger.

NOW, THEREFORE BE IT RESOLVED, that the Board hereby determines that the consummation of the Merger on the terms and conditions substantially as set forth in the Merger Agreement, a form of which is attached hereto as Exhibit A, and the Ancillary Agreements is in the best interests of the Corporation and its stockholder.

FURTHER RESOLVED, that following the satisfaction of all applicable conditions set forth in the Merger Agreement (unless waived by an appropriate officer of McKesson), the Corporation be, and it hereby is, authorized to cause the execution and filing with the Secretary of State of the State of Delaware, in accordance with the applicable provisions of the DGCL, of a certificate of merger together with any required certificates or other documentation with respect to the Merger; and

08/30/2005 11:25 SKARDEL INC. → 16965840913027393673

ND.582 024

FURTHER RESOLVED, that the form, terms and provisions of the Merger Agreement and the Ancillary Agreements be, and they hereby are, approved and adopted in all respects, and that the appropriate officers of the Corporation be, and each of them hereby is, in the name and on behalf of the Corporation, authorized to execute and deliver the Merger Agreement and the Ancillary Agreements with such modifications as the officer or officers executing the same shall approve, the execution by any of such officers in connection with the foregoing to establish conclusively such officer's authority therefor from the Corporation and the approval and ratification by the Corporation of the document so executed and the actions so taken; and

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take or cause to be taken all such further actions, to execute and deliver or cause to be executed and delivered all such further instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that all actions heretofore taken by any officer of the Corporation in connection with the transactions contemplated by the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects.



State of Delaware

The Official Website for the First State

***The Secretary of State of Delaware issued a certificate for D & K HEALTHCARE RESOURCES LLC whose file number is 2146584 on 05/07/2008 under request number 080514710 for authentication number 6574692.***



[Back](#)



# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "D & K HEALTHCARE RESOURCES, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF SEPTEMBER, A.D. 2005, AT 3:42 O'CLOCK P.M.



2146584 8100

080514710

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6574693

DATE: 05-07-08

09/02/2005 15:40 SKARDEL INC. → 16965840913027393673

NO. 628 002

CORRECTED  
CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
SPIRIT ACQUISITION CORPORATION  
WITH AND INTO  
D & K HEALTHCARE RESOURCES, INC.

Pursuant to Sections 103(f) and 253 of the  
General Corporation Law of the State of Delaware

Spirit Acquisition Corporation, a Delaware corporation (the  
"Corporation"), hereby certifies as follows:

1. On August 30, 2005, the Corporation, pursuant to Section 253 of the General Corporation Law of the State of Delaware, filed its Certificate of Ownership and Merger with the State of Delaware, which was an inaccurate record of the Corporation's intent in that such Certificate of Ownership and Merger erroneously neglected to amend in its entirety the Certificate of Incorporation of the surviving corporation. The Corrected Certificate of Ownership and Merger is hereby corrected to read in its entirety as set forth in Exhibit I hereto.
2. This Corrected Certificate of Ownership and Merger has been prepared in accordance with the provisions of Section 103(f) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 2<sup>nd</sup> day of September, 2005.

Spirit Acquisition Corporation

By 

Name: Kristina Veaco

Title: Vice President and Secretary

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:42 PM 09/02/2005  
FILED 03:42 PM 09/02/2005  
SRV 050726318 - 2146584 FILE

Exhibit I

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
SPIRIT ACQUISITION CORPORATION  
WITH AND INTO  
D & K HEALTHCARE RESOURCES, INC.

---

Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware

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Spirit Acquisition Corporation, a Delaware corporation (the  
"Corporation"), hereby certifies as follows:

1. The Corporation owns greater than 90% of the outstanding shares of stock of D & K Healthcare Resources, Inc., a Delaware corporation ("D&K").
2. On July 8, 2005, the Board of Directors of the Corporation adopted the resolutions attached hereto as Exhibit A to merge Spirit Acquisition Corporation into D&K.
3. The name of the surviving corporation is D & K Healthcare Resources, Inc.
4. On July 8, 2005, McKesson Corporation, as the sole stockholder of the Corporation, approved the Agreement and Plan of Merger by and among McKesson Corporation, the Corporation and D&K, dated July 8, 2005 (the "Merger Agreement") and the execution and filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware. Pursuant to the terms of the Merger Agreement, each share of stock of D&K outstanding immediately prior to the filing of this Certificate of Ownership and Merger (other than (x) (i) shares held by D&K or any of its subsidiaries and (ii) shares held by McKesson Corporation or any of its subsidiaries, all of which shares shall be cancelled and (y) shares as to which appraisal rights under Section 262 of the General Corporation Law of the State of Delaware have been properly exercised) shall, at the time this Certificate of Ownership and Merger is filed, be cancelled and converted into the right to receive \$14.50 per share.
5. The Certificate of Incorporation of the surviving corporation shall be amended in its entirety to read as set forth in Exhibit B hereto.

*[Remainder of page intentionally left blank]*

09/02/2005 15:40 SKARDEL INC. → 16965840913027393673

NO. 628 P04

**Exhibit I**

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 30<sup>th</sup> day of August, 2005.

Spirit Acquisition Corporation

By /s/ Kristina Veaco  
Name: Kristina Veaco  
Title: Vice President and Secretary

09/02/2005 15:40 SKARDEL INC. -> 16965840913027393673

NO. 628 005

Exhibit A

**ACTION BY WRITTEN CONSENT**  
**OF**  
**THE BOARD OF DIRECTORS**  
**OF**  
**SPIRIT ACQUISITION CORPORATION**  
**July 8, 2005**

The undersigned, being all of the members of the Board of Directors of Spirit Acquisition Corporation (the "Board"), a Delaware corporation (the "Corporation"), acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, hereby adopt, by this written consent, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board and direct that this written consent be filed with the minutes of the proceedings of the Board:

WHEREAS, it is proposed that the Corporation enter into a transaction with D&K Healthcare Resources, Inc., a Delaware corporation (the "D&K"), pursuant to that certain Agreement and Plan of Merger (the "Merger Agreement") and related agreements (the "Ancillary Agreements"), proposed to be entered into by and among the Corporation, D&K, and McKesson Corporation ("McKesson"), pursuant to which the Corporation will be merged with and into D&K (the "Merger"), with D&K being the surviving corporation and becoming a wholly owned subsidiary of McKesson; and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation and its stockholder that the Corporation take all such additional actions, including as set forth below, in connection with and in furtherance of the Merger.

NOW, THEREFORE BE IT RESOLVED, that the Board hereby determines that the consummation of the Merger on the terms and conditions substantially as set forth in the Merger Agreement, a form of which is attached hereto as Exhibit A, and the Ancillary Agreements is in the best interests of the Corporation and its stockholder.

FURTHER RESOLVED, that following the satisfaction of all applicable conditions set forth in the Merger Agreement (unless waived by an appropriate officer of McKesson), the Corporation be, and it hereby is, authorized to cause the execution and filing with the Secretary of State of the State of Delaware, in accordance with the applicable provisions of the DGCL, of a certificate of merger together with any required certificates or other documentation with respect to the Merger; and

09/02/2005

15:40

SKARDEL INC. → 16965840913027393673

ND.628 026

FURTHER RESOLVED, that the form, terms and provisions of the Merger Agreement and the Ancillary Agreements be, and they hereby are, approved and adopted in all respects, and that the appropriate officers of the Corporation be, and each of them hereby is, in the name and on behalf of the Corporation, authorized to execute and deliver the Merger Agreement and the Ancillary Agreements with such modifications as the officer or officers executing the same shall approve, the execution by any of such officers in connection with the foregoing to establish conclusively such officer's authority therefor from the Corporation and the approval and ratification by the Corporation of the document so executed and the actions so taken; and

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take or cause to be taken all such further actions, to execute and deliver or cause to be executed and delivered all such further instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that all actions heretofore taken by any officer of the Corporation in connection with the transactions contemplated by the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

\_\_\_\_\_

Exhibit B

**CERTIFICATE OF INCORPORATION**  
**OF**  
**D & K HEALTHCARE RESOURCES, INC.**

**FIRST:** The name of the Corporation is D & K Healthcare Resources, Inc. (the "Corporation").

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle. The name of its registered agent at that address is The Prentice-Hall Corporation System, Inc.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "DGCL").

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, each having a par value of \$0.001.

**FIFTH:** The Corporation is to have perpetual existence.

**SIXTH:** The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the DGCL, or (4) for any transaction from which the director derived an improper

personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

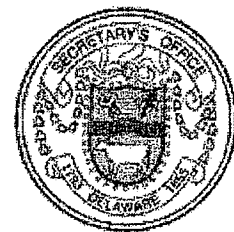




## State of Delaware

The Official Website for the First State

***The Secretary of State of Delaware issued a certificate for D & K HEALTHCARE RESOURCES LLC whose file number is 2146584 on 05/07/2008 under request number 080514710 for authentication number 6574693.***



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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "D & K HEALTHCARE RESOURCES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "D & K HEALTHCARE RESOURCES, INC." TO "D & K HEALTHCARE RESOURCES LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2005, AT 8:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2006, AT 12:01 O'CLOCK A.M.



2146584 8100V

080514710

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6574694

DATE: 05-07-08

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:57 AM 12/30/2005  
FILED 08:01 AM 12/30/2005  
SRV 051074697 - 2146584 FILE

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
OF  
D & K HEALTHCARE RESOURCES, INC.  
FROM  
CORPORATION  
TO  
LIMITED LIABILITY COMPANY

pursuant to Section 266 of the Delaware General Corporation Law  
and Section 18-214 of the Delaware Limited Liability Company Act.

This Certificate of Conversion (the "Certificate of Conversion") of D & K Healthcare Resources, Inc., a Delaware corporation (the "Converting Entity"), dated as of December 30, 2005, is being duly executed and filed by an authorized officer of the Converting Entity to convert the Converting Entity to a Delaware limited liability company (the "Converted Entity") in accordance with Section 266 of the Delaware General Corporation Law (the "DGCL") and Section 18-214 of the Delaware Limited Liability Company Act (the "DLLCA").

1. The date the Certificate of Incorporation of the Converting Entity was filed on is:  
December 16, 1987
2. The jurisdiction where the Converting Entity was first created is:  
Delaware
3. The jurisdiction of the Converting Entity immediately prior to filing this Certificate of Conversion was:  
Delaware
4. The original name of the Converting Entity as set forth in the Certificate of Incorporation is:  
D & K Wholesale Drug, Inc.
5. The name of the Converting Entity immediately prior to filing this Certificate of Conversion is:  
D & K Healthcare Resources, Inc.
6. The name of the Converted Entity as set forth in its Certificate of Formation is:  
D & K Healthcare Resources LLC
7. This Certificate of Conversion shall be effective at 12:01 am on January 1, 2006.

8. This Certificate of Conversion has been approved in accordance with the provisions of Section 266 of the DGCL and Section 18-214 of the DLLCA.

IN WITNESS WHEREOF, this Certificate of Conversion has been executed by an authorized officer of the Converting Entity on the date and year first above written.

D & K HEALTHCARE RESOURCES, INC.

By: 

Name: Kristina Veaco

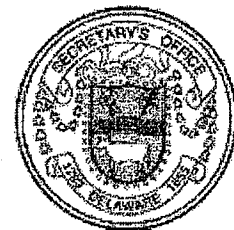
Title: Vice President and Secretary



**State of Delaware**

The Official Website for the First State

***The Secretary of State of Delaware issued a certificate for D & K HEALTHCARE RESOURCES LLC whose file number is 2146584 on 05/07/2008 under request number 080514710 for authentication number 6574694.***



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# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "D & K HEALTHCARE RESOURCES LLC" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2005, AT 8:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF JANUARY, A.D. 2006, AT 12:01 O'CLOCK A.M.

2146584 8100V

080514710

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 6574694

DATE: 05-07-08

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:57 AM 12/30/2005  
FILED 08:01 AM 12/30/2005  
SRV 051074697 - 2146584 FILE

**CERTIFICATE OF FORMATION  
OF  
D & K HEALTHCARE RESOURCES LLC**

a Delaware limited liability company  
pursuant to Sections 18-101, et seq.  
of the Delaware Limited Liability Company Act

This Certificate of Formation is being executed as of December 30, 2005 for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, Title 6 of the Delaware Code, Sections 18-101, et seq.

The undersigned, being duly authorized to execute and file this Certificate, does hereby certify as follows:

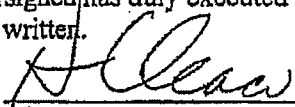
1. Name. The name of the limited liability company is:

D & K HEALTHCARE RESOURCES LLC

2. Registered Office and Registered Agent. The address of its registered office in the State of Delaware is: 2711 Centerville Road, Suite 400, New Castle County, Wilmington, Delaware 19808. The name of its registered agent at such address is: The Prentice-Hall Corporation System, Inc.

3. Effectiveness. This Certificate shall be effective at 12:01 am on January 1, 2006.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the day and year first above written.

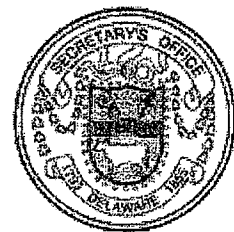
  
\_\_\_\_\_  
Kristina Veaco, Vice President and Secretary



**State of Delaware**

The Official Website for the First State

***The Secretary of State of Delaware issued a certificate for D & K HEALTHCARE RESOURCES LLC whose file number is 2146584 on 05/07/2008 under request number 080514710 for authentication number 6574694.***



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## **EXHIBIT 3**

| Store # | Store                                       | Address   | City             | State | Zip   | TYPE   |
|---------|---|---|------------------|-------|-------|--|
| 1       | Arrow Pharmacy & Nutrition Center # 1       | 337 Broad Street  | New Britain      | CT    | 06053 | apothecary   |
| 2       | Arrow Pharmacy & Nutrition Center # 2       | 122 South Main Street   | New Britain      | CT    | 06051 | apothecary   |
| 15      | Arrow Pharmacy & Nutrition Center # 15      | 838 Farmington Avenue   | Farmington       | CT    | 06032 | apothecary   |
| 18      | Arrow Pharmacy & Nutrition Center # 18      | 120 South Main Street   | Thomaston        | CT    | 06787 | apothecary   |
| 20      | Arrow Pharmacy & Nutrition Center # 20      | 26 McDermott Avenue   | Torrington       | CT    | 06790 | apothecary   |
| 21      | Arrow Pharmacy & Nutrition Center # 21      | 76 East Main Street   | Waterbury        | CT    | 06702 | Clinic: St. Mary's Hospital  |
| 24      | Arrow Pharmacy & Nutrition Center # 24      | 506 Westfield Road  | Holyoke          | MA    | 01040 | apothecary   |
| 28      | Familymeds Pharmacy #28                     | 110 Hospital Road, Suite 100                                  | Prince Frederick | MD    | 20678 | Clinic: Calvert Mem. Hosp.   |
| 29      | Arrow Pharmacy & Nutrition Center # 29      | 886 Main Street   | East Hartford    | CT    | 06108 | apothecary   |
| 36      | Arrow Pharmacy & Nutrition Center # 36      | 707 Cooke Street  | Waterbury        | CT    | 06710 | apothecary   |
| 37      | Arrow Pharmacy & Nutrition Center # 37      | 1790 Meriden Road   | Wolcott          | CT    | 06716 | apothecary   |
| 40      | Arrow Pharmacy & Nutrition Center # 40      | 1115 New Britain Avenue                                       | Elmwood          | CT    | 06110 | apothecary   |
| 42      | Arrow Pharmacy & Nutrition Center #42       | 170 East Street   | Plainville       | CT    | 06062 | Clinic: Grove Hill Medical Ctr.  |
| 44      | Arrow Pharmacy & Nutrition Center # 44      | Canton Village Rt. 44, 220 Albany Tpk., PO Box 527            | Canton           | CT    | 06019 | apothecary   |
| 45      | Arrow Pharmacy & Nutrition Center # 45      | 51 Chamberlain Highway  | Berlin           | CT    | 06037 | Clinic: located near Multi-Specialty Physicians complex                    |
| 47      | Arrow Specialty Pharmacy #47                | Mohegan Sun - Eagleview Employee Store, One Mohegan Sun Blvd. | Uncasville       | CT    | 06382 | Worksite Pharmacy: Mohegan Sun   |
| 48      | Arrow Pharmacy & Nutrition Center # 48      | 73 Center Street, PO Box 32                                   | Shelton          | CT    | 06484 | apothecary   |
| 50      | Arrow Pharmacy & Nutrition Center # 50      | 158 Post Road   | Cos Cob          | CT    | 06807 | apothecary   |
| 54      | Arrow Pharmacy & Nutrition Center # 54      | 222 Grand Avenue  | New Haven        | CT    | 06513 | Clinic: relationship with Fair Haven Clinic                                |
| 72      | Familymeds Pharmacy # 72                    | 43071 Hayes Road  | Sterling Heights | MI    | 48313 | apothecary   |
| 73      | Familymeds Pharmacy # 73                    | 39023 Harper Avenue   | Clinton Township | MI    | 48036 | apothecary   |
| 74      | Arrow Pharmacy & Nutrition Center # 74      | 518 South Main Street   | Middletown       | CT    | 06457 | apothecary   |
| 75      | Arrow Pharmacy & Nutrition Center # 75      | 237 Jefferson Avenue  | New London       | CT    | 06320 | apothecary   |
| 76      | Ethical Pharmacy # 76                       | 1260 Main Street  | Bridgeport       | CT    | 06604 | apothecary   |
| 77      | Ethical Pharmacy # 77                       | 522 Pequannock Street   | Bridgeport       | CT    | 06604 | apothecary   |
| 78      | Arrow Pharmacy & Nutrition Center # 78      | 340 Dixwell Avenue  | New Haven        | CT    | 06511 | apothecary   |
| 79      | Arrow Pharmacy & Nutrition Center # 79      | Heritage Medical Complex, 400 Saybrook Road, Suite 201        | Middletown       | CT    | 06457 | Clinic: Pro Health Physicians Group & other multi disciplinary specialists |
| 81      | Familymeds Pharmacy # 81                    | 25905 Five Mile Road  | Redford          | MI    | 48239 | apothecary   |
| 81.5    | Familymeds LTC Pharmacy # 81.5              | 25905 Five Mile Road  | Redford          | MI    | 48239 | Long Term Care Pharmacy  |
| 85      | Familymeds Pharmacy # 85                    | 245 North Broad Street  | Philadelphia     | PA    | 19107 | Clinic: campus of Hahnemann Hospital                                       |
| 87      | Familymeds Pharmacy # 87                    | 1413 Bruce Road   | Oreland          | PA    | 19075 | apothecary   |
| 88      | Familymeds Pharmacy # 88                    | 2655 South Tenth Street                                       | Philadelphia     | PA    | 19148 | apothecary   |
| 90      | Familymeds Pharmacy # 90                    | 945 Main Street   | Worcester        | MA    | 01610 | apothecary   |
| 95      | Familymeds # 95                             | 312 Farmington Avenue, Suite B                                | Farmington       | CT    | 06032 | apothecary   |
| 96      | Familymeds Pharmacy # 96                    | 1187 Broad Street   | Clifton          | NJ    | 07013 | apothecary   |
| 100     | Arrow Home Medical Supply Center            | 2 Broadway  | North Haven      | CT    | 06473 | apothecary   |
| 312     | Familymeds Specialty Pharmacy Services #312 | 312 Farmington Avenue, Suite B                                | Farmington       | CT    | 06032 | Long Term Care Pharmacy  |
| 314     | Familymeds Specialty Pharmacy Services #314 | 1451 Concord Street   | Framingham       | MA    | 01701 | Long Term Care Pharmacy  |
| 401     | Worksite Pharmacy #401                      | 14111 Scottlawn Road  | Marysville       | OH    | 43041 | Worksite Pharmacy: Scott's Lawn Care                                       |
| 411     | Worksite Pharmacy #411                      | 1 Lone Star Pass Bldg 46                                      | San Antonio      | TX    | 78264 | Worksite Pharmacy: Toyota  |
| 726     | Familymeds Pharmacy # 726                   | 1215 Dunn Avenue, Suite # 2                                   | Jacksonville     | FL    | 32218 | Clinic: Multi Disciplinary Physicians                                      |
| 727     | Familymeds Pharmacy # 727                   | 300 N. Lake Destiny Drive                                     | Maitland         | FL    | 32751 | Clinic: Phys. Assoc. of FL (PAOF)  |
| 728     | Familymeds Pharmacy # 728                   | 3400 Quadrangle Blvd.   | Orlando          | FL    | 32817 | Clinic: Phys. Assoc. of FL (PAOF)  |
| 729     | Familymeds Pharmacy # 729                   | 7300 Sandlake Commons Blvd., Suite 215-A                      | Orlando          | FL    | 32819 | Clinic: PAOF & campus of Orlando Regional Medical Center (ORMC)            |
| 730     | Familymeds Pharmacy # 730                   | 1400 S. Orange Avenue   | Orlando          | FL    | 32806 | Clinic: MD Anderson Cancer Ctr. & ORMC                                     |
| 732     | Familymeds Pharmacy # 732                   | 21 W. Columbia Street   | Orlando          | FL    | 32806 | Clinic: PAOF & campus of Orlando Regional Medical Center (ORMC)            |
| 733     | Familymeds Pharmacy # 733                   | 1000 W. Broadway Street, Suite 101                            | Oviedo           | FL    | 32765 | Clinic: Multi disc. Physicians   |
| 745     | Familymeds Pharmacy # 745                   | 3330 NW 56th Street, Suite 100                                | Oklahoma City    | OK    | 73112 | Clinic: Multi disc. Physicians   |
| 746     | Familymeds Pharmacy # 746                   | 700 24th Avenue NW  | Norman           | OK    | 73069 | Clinic: Cent'l OK Med'l Group  |
| 747     | Familymeds Pharmacy # 747                   | 1201 D, S. Douglas Blvd.                                      | Midwest City     | OK    | 73130 | Clinic: Multi disc. Physicians   |
| 748     | Familymeds Pharmacy # 748                   | 8125 S. Walker  | Oklahoma City    | OK    | 73139 | Clinic: COHMAC Med'l Group   |
| 749     | Familymeds Pharmacy # 749                   | 3218 South 79th East Avenue                                   | Tulsa            | OK    | 74145 | Clinic: Warren Clinic  |
| 750     | Familymeds Pharmacy # 750                   | 8414 E., 101st Street   | Tulsa            | OK    | 74133 | Clinic: Warren Clinic  |
| 752     | Familymeds Pharmacy # 752                   | 608 NW Ninth Street, Suite 3200                               | Oklahoma City    | OK    | 73102 | Clinic: campus of St. Anthony Hosp. & Medical Center                       |
| 753     | Familymeds Pharmacy # 753                   | 2000 W. Houston   | Broken Arrow     | OK    | 74012 | apothecary   |
| 801     | Familymeds Pharmacy # 801                   | 607 Earl Frye Boulevard, Suite A                              | Amory            | MS    | 38821 | Clinic: physician's office   |
| 802     | Familymeds Pharmacy # 802                   | 715 Garfield Drive  | Tupelo           | MS    | 38801 | Clinic: Campus of North MS Medical Center                                  |
| 804     | Familymeds Pharmacy # 804                   | 1408 South Adams  | Fulton           | MS    | 38843 | apothecary   |
| 805     | Familymeds Pharmacy # 805                   | 203 South Church Street                                       | Okolona          | MS    | 38860 | apothecary   |
| 806     | Familymeds Pharmacy # 806                   | 417 West Bankhead Street                                      | New Albany       | MS    | 38652 | Clinic: located near Baptist Mem. Hosp.                                    |
| 807     | Familymeds Pharmacy # 807                   | 2461 5th Street North   | Columbus         | MS    | 39705 | Clinic: located near Baptist Mem. Hosp.                                    |
| 809     | Familymeds Pharmacy # 809                   | 10 Channing Way   | Jackson          | TN    | 38305 | apothecary   |
| 810     | Familymeds Pharmacy # 810                   | 601 Skyline Drive   | Jackson          | TN    | 38301 | Clinic: West TN Healthcare Center  |
| 811     | Familymeds Pharmacy # 811                   | 206 West Avalon Avenue  | Muscle Shoals    | AL    | 35661 | apothecary   |
| 812     | Familymeds Pharmacy # 812                   | 2590 West Main Street   | Tupelo           | MS    | 38801 | apothecary   |
| 813     | Familymeds Pharmacy # 813 (Photo Shoppe)    | 2590 West Main Street   | Tupelo           | MS    | 38801 | apothecary   |
| 815     | Familymeds Pharmacy # 815                   | 186 Medical Drive   | Winfield         | AL    | 35594 | apothecary   |
| 816     | Familymeds Pharmacy # 816                   | 247A West Oxford Street                                       | Pontotoc         | MS    | 38863 | apothecary   |
| 818     | Familymeds Pharmacy # 818                   | 200 Hospital Road, Bldg. 3 Professional Plaza                 | Starkville       | MS    | 39759 | Clinic: Hospital Campus - Oktibbeha County Hospital                        |
| 819     | Familymeds Pharmacy # 819                   | 111 North Main Street   | Water Valley     | MS    | 38965 | apothecary   |
| 820     | Familymeds Pharmacy # 820                   | 104 West Armory Street  | Trenton          | TN    | 38382 | apothecary   |
| 821     | Arrow Pharmacy & Nutrition Center # 821     | 99 Ash Street   | East Hartford    | CT    | 06108 | Clinic: Pharmacy w/ UConn Physicians                                       |
| 822     | Arrow Pharmacy & Nutrition Center # 822     | 130 Hartford Road   | Manchester       | CT    | 06040 | Clinic: w/ Manchester Medical Grp.   |
| 823     | Arrow Pharmacy & Nutrition Center # 823     | 65 Kane Street  | West Hartford    | CT    | 06119 | Clinic: acy w/ UConn Physicians  |
| 825     | Familymeds Pharmacy # 825                   | 31 Hall Drive   | Amherst          | MA    | 01002 | Clinic: w/ Valley Medical Group  |
| 827     | Familymeds Pharmacy # 827                   | 70 Main Street  | Florence         | MA    | 01062 | Clinic: w/ Valley Medical Group  |
| 829     | Familymeds Pharmacy # 829                   | 2 Chelsea Place   | Clifton Park     | NY    | 12065 | Clinic: w/Comm. Care Physicians (CCP) & CareNet Medical Group              |
| 830     | Familymeds Pharmacy # 830                   | 250 Delaware Avenue   | Delmar           | NY    | 12054 | Clinic: w/ CCP   |

EXHIBIT 3

| Store # | Store                          | Address  | City         | State | Zip   | TYPE   |
|---------|--------------------------------|--|--------------|-------|-------|--|
| 832     | Familymeds Pharmacy # 832      | One West Avenue, Medical Building, Suite 135                     | Saratoga     | NY    | 12866 | Clinic: w/ multi disc. Phys. Groups              |
| 833     | Familymeds Pharmacy # 833      | 77 Miller Road   | Castleton    | NY    | 12033 | Clinic: w/ CCP                                   |
| 835     | Familymeds Pharmacy # 835      | Capital Region Health Park, 711 Troy-Schenectady Road, Suite 108 | Latham       | NY    | 12110 | Clinic: w/ Multi disc. Medical offices incl. CCP |
| 836     | Familymeds Pharmacy # 836      | 210 Westchester Avenue   | White Plains | NY    | 10604 | Clinic: w/ Westchester Med. Group                |
| 838     | Familymeds Pharmacy # 838      | 655 Main Street, Suite 4   | Bennington   | VT    | 05201 | Clinic: w/ Primary Care Health Partners          |
| 11      | Arrow Prescription Center #11  | 500 Albany Avenue  | Hartford     | CT    | 06120 | Clinic   |
| 12      | Arrow Prescription Center # 12 | 500 Farmington Avenue  | Hartford     | CT    | 06105 | apothecary                                       |
| 13      | Arrow Prescription Center # 13 | 131 Coventry Street, 2nd Floor                                   | Hartford     | CT    | 06112 | Clinic   |
| 14      | Arrow Prescription Center # 14 | 100 Woodland Street  | Hartford     | CT    | 06105 | Clinic   |
| 17      | Arrow Prescription Center # 17 | 85 Seymour Street  | Hartford     | CT    | 06103 | Clinic: campus of Hartford Hospital              |
| 31      | Arrow Prescription Center # 31 | 427 North Elm Street   | Westfield    | MA    | 01085 | apothecary                                       |
| 49      | Arrow Prescription Center # 49 | 2660 Main Street   | Bridgeport   | CT    | 06606 | Clinic: campus of St. Vincent's Hosp.            |

## **EXHIBIT 4**



*Corporate Headquarters*  
312 Farmington Avenue, Farmington, CT 06032  
Phone: 860-676-1222/Fax: 860-679-9337  
www.familymeds.com

James E. Searson  
*Sr. Vice President & Chief Operating Officer*

Sent Via Email & Regular U.S. Mail

September 18, 2007

Ms. Ana Schrank  
Vice President, Financial Services  
McKesson Corporation  
1 Post Street  
San Francisco, CA 94104

**Re: Supply Agreement dated February 2, 2007 between Familymeds Group, Inc.  
and McKesson Corporation**

Dear Anna,

It is our understanding that you have discontinued shipments to Familymeds Stores effective 9/17/07. We find it difficult to understand why you have taken this unilateral action in light of the ongoing relationship and the payments we were making diligently on all current invoices and the additional \$5000.00 per day being paid against past due invoices. This action has put a tremendous strain on our operations wherein we were not able to completely supply prescription orders for drugs ordered on 9/14/07 and moreover will unduly put pressure on our ability to continue to service our patients overall.

We also understand that you have been charging us additional charges pursuant to section 4. (E) of the Familymeds- McKesson supply agreement and pursuant to section 4. (I) of that same agreement you have a right to suspend delivery or discontinue shipments. It is our understanding that McKesson wishes to terminate the agreement dated 2-2-2007.

Pursuant to our rights under the same agreement we will be conducting an internal audit of all pharmaceuticals and supplies purchased from McKesson since your acquisition of D&K. We will specifically be reviewing and auditing:

1. "Cost of Goods" pricing on all products
2. Recorded manufacturer price increases or decreases and application to product charges.
3. "Specially Priced Merchandise" purchase prices
4. "Return Goods" credits
5. "McKesson OneStop" Generic Pricing, specifically cost adjustments following manufacturer or industry-wide price decreases.

EXHIBIT 4

In order for Familymeds to complete this audit and review, on a timely basis, we will need certain documents and access to certain manufacturer price increase/decrease monthly data for the period of 8-1-2005 to 9-14-2007 including but not limited to the following:

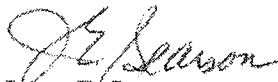
1. All supportive documentation from each branded and generic manufacturer justifying any price increase to Familymeds, including adjustments of prices that included or did not include accompanying AWP changes.
2. Documentation from all Manufacturers of Generic Price decreases on all products listed on the "OneStop Program" including dates when prices decreased to McKesson and accordingly when these prices were adjusted to Familymeds.
3. List by month of all products included on McKesson's "specially priced" list.
4. Documentation by month by product and manufacturer of whenever "Specially Priced" merchandise either underwent price increases or decreases to Familymeds.
5. McKesson "SMO" Average Wholesaler Price (AWP) by product by month vs. First Databank Data AWP for each product during each of the reviewed months.

Additionally, we will require a recap of all statements and invoices where Familymeds was charged any special default up charge pursuant to the terms of the contract, specifically section 4.(E).

Once we have completed this review and audit of all purchases from McKesson we will pay any further accounts receivable liability owed to McKesson adjusted for any discrepancies.

We thank you in advance for your prompt compliance with these data requests such that we may resolve any liabilities owed to McKesson in accordance with the results of this review.

Very truly yours,



James E. Searson  
Senior Vice President/Chief Operating Officer

Copy to: Ed Mercadante, Familymeds, Inc.